

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special General Meeting to be held on Tuesday, June 28, 2022

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 5:00 pm (London, UK time), on Friday, June 24, 2022.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of Meridian Mining UK Societas (the "Company") hereby appoint: Gilbert Clark, Executive Chairman of the Company, or failing this person, Adrian McArthur, President, Chief Executive Officer and director of the Company (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than Gilbert Clark or Adrian McArthur.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual and Special General Meeting of shareholders of the Company to be held at Second Floor - 201 Bishopsgate, London, United Kingdom on Tuesday, June 28, 2022 at 5:00 pm (London, UK time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To set the number of Executive and Non-Executive Directors

2. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Adrian McArthur, as executive director	<input type="checkbox"/>	<input type="checkbox"/>	02. Gilbert Clark, as executive director	<input type="checkbox"/>	<input type="checkbox"/>	03. Charles Riopel, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
04. John Skinner, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	05. Susanne Sesselmann, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	06. Mark Thompson, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>

For **Withhold**

3. Appointment of Auditors

Appointment of KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and authorizing the directors to fix their remuneration.

For **Withhold**

4. Appointment of Auditor in the United Kingdom

Appointment of Adler Shine LLP as the auditor of the Company in the United Kingdom to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting of the shareholders of the Company and authorizing the Board to determine Adler Shine LLP's remuneration.

For **Against**

5. UK 2021 Annual Accounts

To discuss and adopt the UK 2021 annual accounts of the Company.

For **Against**

6. Omnibus Incentive Plan

To consider and, if thought fit, to pass an ordinary resolution to approve the adoption of a new omnibus incentive plan of the Company, as more particularly described in the Management Information Circular dated May 16, 2022.

For **Against**

7. Amendments to the 2018 – 2021 Minutes

To consider and, if thought fit, to pass an ordinary resolution to approve the amendments to the 2018-2021 minutes of shareholders meetings, which have been rectified by way of slip-sheeting and corrective filings with the Registrar of Companies, as more particularly described in the Management Information Circular dated May 16, 2022.

For **Against**

8. Amendment to Articles of Incorporation

To consider, and if thought fit, to pass a special resolution to approve an amendment to the Articles of the Company to remove the voting powers of alternate directors, as more particularly described in the Management Information Circular dated May 16, 2022.

Signature of Proxyholder

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.**

MM / DD / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

